

US BANK/FCC MAR 21 2014

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READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159Approved by OMB
3060-0589
Page No. 1 of 3

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Wilkinson Barker Knauer, LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00	
(4) STREET ADDRESS LINE NO. 1 2300 N Street, NW			
(5) STREET ADDRESS LINE NO. 2 Suite 700			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20037
(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 783-4141		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003775731		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME CUB Parent, Inc.			
(14) STREET ADDRESS LINE NO. 1 c/o Court Square Capital Partners			
(15) STREET ADDRESS LINE NO. 2 Park Avenue Plaza, 34th Floor, 55 East 52nd Street			
(16) CITY New York		(17) STATE NY	(18) ZIP CODE 10055
(19) DAYTIME TELEPHONE NUMBER (include area code) (212) 752-6264		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0023449788		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Timothy J. Cooney</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Timothy J. Cooney</u>		DATE <u>3-20-2014</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) FORM 159-C Page No 2 of 3		SPECIAL USE FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME DFF Holdings, LLC		
(14) STREET ADDRESS LINE NO. 1 2028 Highway 115		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Mansura	(17) STATE LA	(18) ZIP CODE 71350
(19) DAYTIME TELEPHONE NUMBER (include area code) (318) 587-0303		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0016795718		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) FORM 159-C Page No 3 of 3		SPECIAL USE FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Detel Wireless, LLC		
(14) STREET ADDRESS LINE NO. 1 2028 Highway 115		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Mansura	(17) STATE LA	(18) ZIP CODE 71350
(19) DAYTIME TELEPHONE NUMBER (include area code) (318) 587-0303		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0008228124		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

WILKINSON) BARKER) KNAUER) LLP

2300 N STREET, NW
SUITE 700
WASHINGTON, DC 20037
TEL 202.783.4141
FAX 202.783.5851
WWW.WBKLAU.COM

March 20, 2014

VIA OVERNIGHT DELIVERY

Attention: FCC Government Lockbox
Wireline Competition Bureau
Federal Communications Commission
c/o U.S. Bank
Government Lockbox # 979091, SL-MO-C2-GL
1005 Convention Plaza
St. Louis, MO 63101

Re: Domestic Section 214 Application to Transfer Control of Detel Wireless, LLC (FRN 0008228124) from DFF Holdings, LLC to CUB Parent, Inc.

Dear Sir/Madam:

Enclosed please find an original and six copies of an Application for the Transfer of Control of a Carrier with Domestic Section 214 Authority which seeks Commission approval to transfer control of domestic carrier Detel Wireless, LLC, a Louisiana limited liability company ("Detel") from DFF Holdings, LLC, a Louisiana limited liability company ("DFF Holdings" or "Transferor") to CUB Parent, Inc., a Delaware corporation ("CUB Parent" or "Transferee"). A completed Form 159 with a check made payable to the Federal Communications Commission in the amount of \$1,050.00 in satisfaction of the required filing fee is enclosed.

Please date-stamp the enclosed File Copy of the Consolidated Application as received and return it in the self-addressed stamped envelope. If you have any questions, please contact the undersigned.

Sincerely,



Paige K. Fronabarger
Counsel to CUB Parent, Inc.

Enclosures

COPY

BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of the Application of

DFF Holdings, LLC

Transferor

Detel Wireless, LLC

Licensee

and

CUB Parent, Inc.,

Transferee

For Grant of Authority Pursuant to
Section 214 of the Communications Act of 1934,
as amended, and Section 63.04 of the
Commission's Rules to
Transfer of Control of a Carrier with
Domestic Section 214 Authority

WC Docket No. _____

APPLICATION

I. INTRODUCTION

Pursuant to Section 214 of the Communications Act, as amended (the "Communications Act"), 47 U.S.C. § 214, and Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants described below respectfully request the Commission's prior approval for the transfer of control of domestic common carrier Detel Wireless, LLC, a Louisiana limited liability company ("Detel" or "Licensee") from DFF Holdings, LLC, a Louisiana limited liability company ("DFF Holdings" or "Transferor") to CUB Parent, Inc., a Delaware corporation ("CUB

Parent” or “Transferee” and collectively with Transferor and Licensee, the “Applicants”).¹ Detel is a competitive carrier providing domestic interstate interexchange telecommunications services and thus holds blanket Domestic 214 authority from the Commission.²

II. DESCRIPTION OF TRANSACTION

Conterra Ultra Broadband Holdings, Inc. (“Conterra Holdings”) currently owns 40% of the membership interests in Licensee (“Membership Interests”) with DFF Holdings owning the remaining 60%. The transfer of control will be accomplished pursuant to a Transaction Agreement dated March 17, 2014 (“Purchase Agreement”) among DFF Holdings, Daryl Deshotel (“Deshotel”), Conterra Holdings and CUB Parent whereby Conterra Holdings will acquire all of DFF Holdings’ Membership Interests in Licensee for a combination of cash and stock in CUB Parent (“Acquisition”). As part of the Acquisition, (1) Conterra Holdings will purchase 43.5% of the Detel Membership Interests from DFF Holdings for cash and (2) DFF Holdings will exchange the remaining 16.5% for shares in CUB Parent. Upon completion of the Acquisition, Detel will become a wholly owned subsidiary of Conterra Holdings.

In connection with, and as a condition to closing of the Acquisition, Conterra Holdings is undergoing an equity recapitalization (the “Equity Recap”) with an affiliate of Court Square Capital Partners (“Court Square”), pursuant to an Agreement and Plan of Merger, dated as of March 17, 2014, among Conterra Holdings, CUB Parent and CUB Merger Sub, Inc. (the “Merger Agreement”). Through the Equity Recap and Merger, Court Square will infuse Conterra Holdings with an equity capital investment to allow Conterra Holdings to: (a) redeem

¹ An Application to transfer control of Detel’s microwave authorizations has been filed separately. See FCC File No. 0006201152.

² Detel provides solely domestic interstate interexchange telecommunications services pursuant to the blanket authorization granted under Section 63.01 of the Commission’s rules. 47 C.F.R. §63.01. There is no file number associated with the domestic authorization for Detel because it has not previously submitted any transfer of control application to the Commission. Detel does not hold any international Section 214 authorizations. Detel also holds common carrier microwave authorizations

100% of its outstanding securities held by certain strategic and financial partners (including the Goldman Sachs Group, Inc., DukeNet Communications, LLC, DukeNet Communications Holdings, Inc., GE Capital Equity Investments, Inc. and certain other individual investors and equity holders), (b) redeem a portion of its outstanding securities held by management, employees and other investors, and (c) acquire a portion of DFF Holdings' membership interests in Detel. The equity securities of Conterra Holdings not redeemed as part of the Equity Recap will be exchanged for equity securities in CUB Parent. After completion of the Equity Recap, Merger and Acquisition, Court Square, through its majority ownership of CUB Parent will acquire ultimate control over Conterra Holdings and its subsidiaries, including Detel (the "Conterra Entities").

For the Commission's reference, organizational charts illustrating the ownership structures of Conterra Holdings and Detel before and after completion of the Equity Recap, Merger and Acquisition are provided as Exhibits A-1, A-2 and A-3.

Detel and Conterra Holdings' existing management team will stay intact following the Merger and Acquisition and will continue to be actively involved in the management and operations of the combined companies, and no changes in management or operational personnel are expected as a result of the Equity Recap, Merger and Acquisition. Accordingly, the resources of Court Square will serve to augment the already well-qualified Conterra Holdings and Detel management teams.

Moreover, the proposed transaction will result only in a change in the ultimate equity ownership of Detel – no assignment of licenses, assets or customers will occur as a consequence of the proposed transaction. The rates or terms and conditions of service offered by Detel will not change as a result of the transaction, and Detel will continue to operate under the same name. As a result, the transfer of control of Detel will be seamless and virtually transparent to

customers. Consummation of the transaction proposed herein will serve the public interest.

Request for Streamlined Processing

Applicants respectfully request that this Application be eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. § 63.03. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because immediately following the transaction: (1) Transferee and its affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates"), combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Transferee and its Affiliates do not provide local exchange service, and operate only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions); and (3) none of the Applicants or their Affiliates is dominant with respect to any service.

III. DESCRIPTION OF THE APPLICANTS

A. Detel Wireless.

Detel is a Louisiana limited liability company with its principal place of business located at 2028 Highway 115 in Mansura, Louisiana 71350. DFF Holdings, a Louisiana limited liability company owned by Daryl A. Deshotel ("Deshotel"), owns 60 percent of Detel. Conterra Holdings owns the remaining 40 percent of Detel. Detel provides facilities-based and resold interexchange telecommunications services to residential and business customers in Louisiana. Detel is also authorized as a competitive carrier to provide facilities-based and resold local exchange service in Louisiana and facilities-based and resold local exchange and interexchange services in Mississippi.

B. CUB Parent, Inc.

CUB Parent is a Delaware corporation formed on March 12, 2014 for the purpose of consummating this transaction and ultimately acquiring control of Conterra Holdings and Detel.

CSC CUB Holdings is a Delaware limited liability company formed on March 12, 2014 for the sole purpose of holding Court Square's investments in CUB Parent. CSC CUB Holdings is a holding company for investment funds ("Funds") managed by the investment professionals at Court Square, a leading New York private equity firm. The Funds own 100% of the membership interests in CSC CUB Holdings and will collectively hold a 77.2% indirect equity interest in Conterra Holdings and Detel through their equity interest in CSC CUB Holdings.

Each Fund is a limited partnership, controlled and managed by its sole general partner, Court Square Capital GP III, LLC ("GP").³ The largest investor in CSC CUB Holdings is Court Square Capital Partners III, L.P., a Delaware limited partnership ("CSC Fund III"). CSC Fund III will hold 81.4% of the LLC interests in CSC CUB Holdings, and in turn, will indirectly hold an approximately 62.9% indirect equity interest in Conterra Holdings and Detel.

Each Fund is owned by numerous "insulated" limited partners who include pension funds, high net worth individuals, and other institutional investors. The Funds do not have any uninsulated limited partners within the meaning of § 1.992(b)(2)(ii)(A) of the FCC's rules.

No limited partner in any Fund (including CSC Fund III) will hold a 10% or greater direct or indirect interest in CUB Parent, Conterra Holdings, or Detel. Except for CSC Fund III and CSC CUB Holdings, no other investor (through its ownership in any of the Funds, CSC CUB Holdings or in combination with any other interest) will individually or in the aggregate hold a 10% or greater direct or indirect equity or voting interest in CUB Parent, Conterra Holdings, or Detel.

As discussed above, CSC Fund III and each of the other Funds are managed and controlled by the GP. The GP is owned by the investment professionals at Court Square, each of

³ All of the Court Square entities and funds identified in this application have the same mailing address and contact information provided for CUB Holdings Section V(a)(i).

whom is a United States citizen. No member of the GP (through its ownership in the GP or in combination with any other interest) will hold a 10% or greater interest in CUB Parent, Conterra Holdings, or Detel. The GP is also the sole managing member of CSC CUB Holdings.

The GP is managed and controlled by a Board of Managers (“Board”) comprised of the following members of the GP, all of whom are U.S. citizens: William Comfort, David Thomas, Michael Delaney, Joseph Silvestri, Ian Highet and John Weber, each of whom was appointed in the limited liability company agreement of the GP and each of whom will continue to serve on the Board so long as they remain investment professionals at Court Square. Decisions of the Board, including designation of replacement members, are made by the approval of a majority of the Board members.

Pursuant to the terms of an investment management agreement, certain of the Fund’s investment decisions have been delegated to an investment committee comprised of the board members of the GP named above and Thomas McWilliams, also a citizen of the United States.

CUB Parent is well-qualified to obtain control of Conterra Holdings and Detel. Court Square is one of the most experienced private equity firms in the industry and its management team has extensive experience investing in the telecommunications industry. In 2012, funds managed by Court Square acquired control of Encompass Digital Media Group (“Encompass”), including its regulated subsidiary BFI Licenses, LLC (“BFI”). BFI holds an international 214 authorization as well as microwave and earth station authorizations. Encompass provides a variety of digital media services, including broadcast network origination, centralcasting, digital media encoding, disaster recovery and emergency communications. Court Square funds also acquired control of Fibertech Networks, LLC and its subsidiary, Fiber Technologies Networks, L.L.C (collectively “Fibertech”) in 2010. Fiber Technologies Networks, L.L.C. holds a domestic 214 authorization. Fibertech is a leading broadband provider and operates one of the largest,

independently owned metro-area fiber optic footprints in the United States. Previously, Court Square co-owned a controlling interest in NTELOS (a diversified, regional communications provider offering wireless and wireline services in Virginia and West Virginia) and a former minority interest in Valor Telecommunications (an incumbent local exchange carrier that provided telecommunications services in rural communities throughout the southwestern United States which was combined in 2006 with Alltel's land line business to become Windstream Corporation). Except for the interests in Encompass and Fibertech (and their respective subsidiaries) described above, Court Square, its affiliates (including CSC CUB Holdings and CUB Parent) and the members of the Board of the GP do not currently offer any regulated telecommunications services and are not affiliated with any other telecommunications carrier.

IV. PUBLIC INTEREST STATEMENT

Applicants submit that the proposed transaction will serve the public interest. Detel will continue to offer competitive and innovative products following the transaction. As noted above, certain of Detel and Conterra Holdings' current management and investors are expected to hold a combined direct interest in CUB Parent (and therefore an indirect interest in Licensee) of up to 22.8% following consummation of the transaction. Conterra Holdings and Detel's existing management will continue to be actively involved in its management and operations, and no changes in management or operational personnel are expected as a result of the transaction. In addition, Detel will also have access to the operational and managerial resources of Conterra Holdings and CUB Parent, including those of Court Square. Such support will strengthen the competitive position of Detel to the benefit of the telecommunications marketplace. The transaction will not have any adverse impact on competition. No existing or potential competitors will be eliminated as a result of the proposed transaction. Instead, Detel will continue to provide service to its customers, furthering the Commission's policies favoring

competition and diversity of services.

Furthermore, the transaction will be conducted in a manner that will be virtually transparent to customers of Detel. The transfer of control of Detel will not result in a change of carrier for customers or the assignment of Detel's Section 214 authority. Following consummation of the proposed transaction, Detel will continue to provide high-quality communications services to its customers without interruption and without change in rates, terms or conditions. Applicants emphasize that the transaction will not result in the discontinuance, reduction, loss, or impairment of service to any customers.

V. INFORMATION REQUIRED BY SECTION 63.04

Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a), 47 C.F.R. § 63.04(a):

(a)(1) Name, address and telephone number of each Applicant:

Transferor:

DFF Holdings, LLC
2028 Highway 115
Mansura, LA 71350
Attention: Daryl A. Deshotel
Tel: (318) 597-0303

FRN: 0016795718

Licensee:

Detel Wireless, LLC
2028 Highway 115
Mansura, LA 71350
Attention: Daryl A. Deshotel
Tel: (318) 597-0303

FRN: 0008228124

Transferee:

CUB Parent, Inc.
c/o Court Square Capital Partners
Park Avenue Plaza, 34th Floor
55 East 52nd Street
New York, New York 10055
Attention: Chris Bloise
Tel: (212) 752-6264

FRN: 0023449788

(a)(2) Jurisdiction of Organizations:

Transferor: DFF Holdings, LLC is a limited liability company formed under the laws of the State of Louisiana.

Licensee: Detel Wireless, LLC a limited liability company formed under the laws of the State of Louisiana.

Transferee: CUB Parent, Inc. is a corporation formed under the laws of Delaware.

Conterra Holdings: Conterra Ultra Broadband Holdings, Inc. is a corporation formed under the laws of the State of Delaware.

(a)(3) Correspondence concerning this Application should be sent to:

For DFF Holdings or Detel:

Carrie R. Tournillon
Kean Miller LLP
909 Poydras Street, Suite 3600
New Orleans, Louisiana 70112
Tel: (504) 585-3056
Fax: (504) 585-3051
Email: carrie.tournillon@keanmiller.com

For CSC CUB Holdings, CUB Parent or Merger Sub:

Paige K. Fronabarger
Wilkinson Barker Knauer, LLP
2300 N Street, N.W., Suite 700
Washington, DC 20037
Tel: (202) 783-4141
Fax: (202) 783-5851
Email: pfronabarger@wbklaw.com

For Conterra Holdings:

Thomas F. Bardo
Nelson Mullins Riley & Scarborough LLP
101 Constitution Avenue, NW, Suite 900
Washington, DC 20001
Tel: (202) 712-2817
Fax: (202) 712-2839
Email: tom.bardo@nelsonmullins.com

(a)(4) Ownership Information: The following entities hold, directly or indirectly, a ten percent (10%) or greater interest in Applicants:

Information concerning the current ten percent (10%) or greater shareholders of Licensee and Transferor:

The following entities currently own or control ten percent (10%) or more of Detel Wireless, LLC:

- (1) Name: DFF Holdings, LLC
 Address: 2028 Hwy. 115
 Mansura, LA 71350
 Citizenship: U.S.
 Percentage Owned: 60%
 Principal Business: Holding Company

- (2) Name: Conterra Ultra Broadband Holdings, Inc.
 Address: 2101 Rexford Road #200E
 Charlotte, NC 28211
 Citizenship: U.S.
 Percentage Owned: 40%
 Principal Business: Holding Company

The following person currently own or control ten percent (10%) or more of DFF Holdings, LLC

- (1) Name: Daryl A. Deshotel
 Address: 2028 Hwy. 115
 Mansura, LA 71350
 Citizenship: U.S.
 Percentage Owned: 100%
 Principal Business: Founder

The following entities currently own or control ten percent (10%) or more of Conterra Ultra Broadband Holdings, Inc.

- (1) Name: The Goldman Sachs Group, Inc.
 Address: 85 Broad Street
 New York, New York 10004
 Citizenship: U.S.
 Percentage Owned: 29.86%
 Principal Business: Investment Company
- (2) Name: DukeNet Communications, LLC and
 DukeNet Communications Holdings, Inc.
 Address: 139 East Fourth Street
 Mailcode: 1212-Main
 Cincinnati, OH 45202
 Citizenship: U.S.
 Percentage Owned: 10.78%
 Principal Business: Energy Service Company
- (3) Name: The 1996 Stephen Richard Leeolou Living Trust
 Address: 1102 Harbor Drive
 Delray Beach, FL 33483
 Citizenship: U.S.
 Percentage Owned: 10.91%
 Principal Business: U.S. Trust

Information concerning the proposed ten percent (10%) or greater shareholders of Transferee and members of CSC CUB Holdings:

At closing of the Merger and Acquisition, the following entities will own or control ten percent (10%) or more of CUB Parent, Inc.:

- (1) Name: CSC CUB Holdings, LLC
 Address: c/o Court Square Capital Partners
 Park Avenue Plaza, 34th Floor
 55 East 52nd Street
 New York, New York 10055
 Citizenship: U.S.
 Percentage Owned: 77.2%
 Principal Business: Finance/ Investment Fund

- (2) Name: Court Square Capital GP III, LLC
 Address: c/o Court Square Capital Partners
 Park Avenue Plaza, 34th Floor
 55 East 52nd Street
 New York, New York 10055
 Citizenship: U.S.
 Percentage Owned: 0.19% equity/ 77.2% voting (as sole Managing
 Member of CSC CUB Holdings, LLC)
 Principal Business: Finance/ Investment Manager

At closing of the Merger and Acquisition, the following entities will own or control ten percent (10%) or more of CSC CUB Holdings, LLC:

- (1) Name: Court Square Capital Partners III, L.P.
 Address: c/o Court Square Capital Partners
 Park Avenue Plaza, 34th Floor
 55 East 52nd Street
 New York, New York 10055
 Citizenship: U.S.
 Percentage Owned: 81.4%
 Principal Business: Finance/ Investment Fund
- (2) Name: Court Square Capital GP III, LLC
 Address: c/o Court Square Capital Partners
 Park Avenue Plaza, 34th Floor
 55 East 52nd Street
 New York, New York 10055
 Citizenship: U.S.
 Percentage Owned: 0.24%equity/ 100% voting as sole General Partner of
 the Funds (including CSC Fund III) and sole
 Managing Member of CSC CUB Holdings, LLC
 Principal Business: Finance/ Investment Manager

Other than the foregoing, following closing of the Merger and Acquisition, no other person or entity (including any limited partner in the Funds) will directly or indirectly own or control ten percent (10%) or more (in the aggregate) of the equity or voting interest of Detel .

(a)(5) Anti-Drug Certification:

Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.

(a)(6) Description of Transaction:

A description of the proposed Transaction is set forth in **Section II** above.

(a)(7) Geographic Service Areas:

Transferor DFF Holdings does not offer domestic telecommunications services other than through its ownership interests in Detel, which DFF Holdings is seeking to divest.

Conterra Holdings is a holding company that currently owns 100% of the issued and outstanding securities of Conterra Ultra Broadband, LLC (“Conterra”) and Conterra Broadband Inter-Mountain, LLC, a Colorado limited liability company (“Conterra CO”). Conterra owns 100% of the issued and outstanding securities of Conterra Wireless Broadband, LLC, a North Carolina limited liability company (“Conterra NC,” and collectively with Conterra and Conterra CO, the “Conterra Entities”).

Conterra and Conterra NC are authorized to provide intrastate telecommunications services in Alabama, Arkansas, California, Colorado, Florida, Georgia, Mississippi, Montana, New Mexico, North Carolina, Tennessee, Texas, Virginia and Washington. In addition, Conterra’s applications to provide similar services in Arizona and Oklahoma currently are pending.

Conterra Holdings currently owns 40% of the issued and outstanding securities of Detel. Detel is authorized to provide intrastate telecommunications services in Louisiana and Mississippi. All of the services provided by Detel and Conterra (and their affiliates) are competitive in nature and neither Detel nor any affiliated company of Conterra Holdings holds a dominant position in any market.

Conterra Holdings does not provide telecommunications services and is not affiliated with any other telecommunications carrier other than the Conterra Entities and Detel.

As described in **Section III(B)** above, funds managed by Court Square, including the Fund II GP acquired control of (i) Encompass (including its regulated subsidiary, BFI Licenses, LLC) in 2012 and (ii) Fibertech Networks, LLC and its subsidiaries (including Fiber Technologies Networks, L.L.C) (collectively Fibertech”) in 2010.

Fiber Technologies Networks, L.L.C. holds a domestic 214 authorization. Fibertech is a leading broadband provider and operates one of the largest, independently owned metro-area fiber optic footprints in the United States. Fibertech is authorized to provide intrastate telecommunications services in Connecticut, Delaware, District of Columbia, Indiana, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, and Wisconsin. All of the services provided by Fibertech are competitive in nature and neither Fibertech nor any affiliated company holds a dominant position in any market.

BFI holds an international 214 authorization which is used to provide limited international digital transmission services and as well as microwave and earth station authorizations.

Except for interests in Encompass and Fibertech, neither CSC CUB Holdings nor CUB Parent provide telecommunications services or are affiliated with any other telecommunications carrier.

(a)(8) Eligibility for Streamlined Processing:

A statement showing how the Application qualifies for streamlined processing is provided in Section II above.

(a)(9) Other Commission Applications:

Transferee, Conterra and Conterra Holdings have filed applications to effectuate the Merger. Applicants will also file applications seeking Commission authority to assign certain wireless licenses held by Detel from Transferor to Transferee. No other applications are being filed with the Commission with respect to this transaction.

(a)(10) Special Processing Consideration:

Neither party to the transaction is facing imminent business failure. Prompt completion of the proposed transaction, however, is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.

(a)(11) Separately Filed Waiver Requests

Not applicable.

(a)(12) Public Interest Statement

A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the above-described transaction. Applicants respectfully request expedited treatment to permit the Applicants to complete the transaction as soon as possible.

Respectfully submitted,

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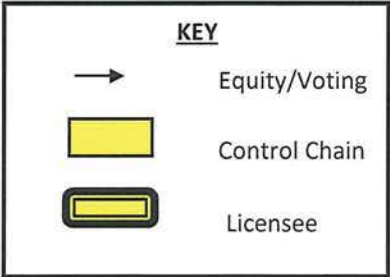
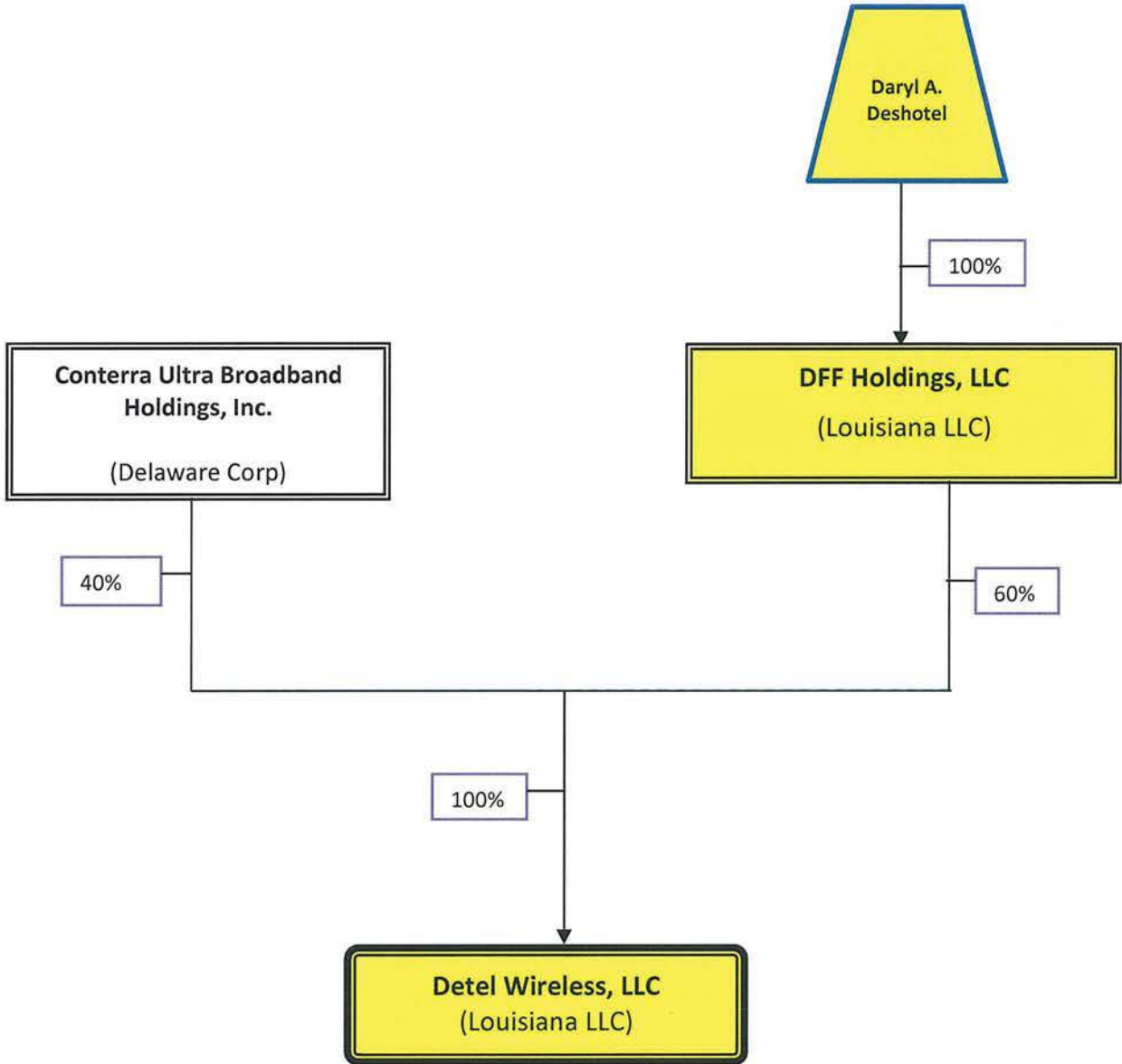
Counsel for Detel and DFF Holdings

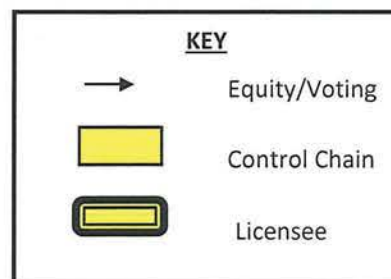
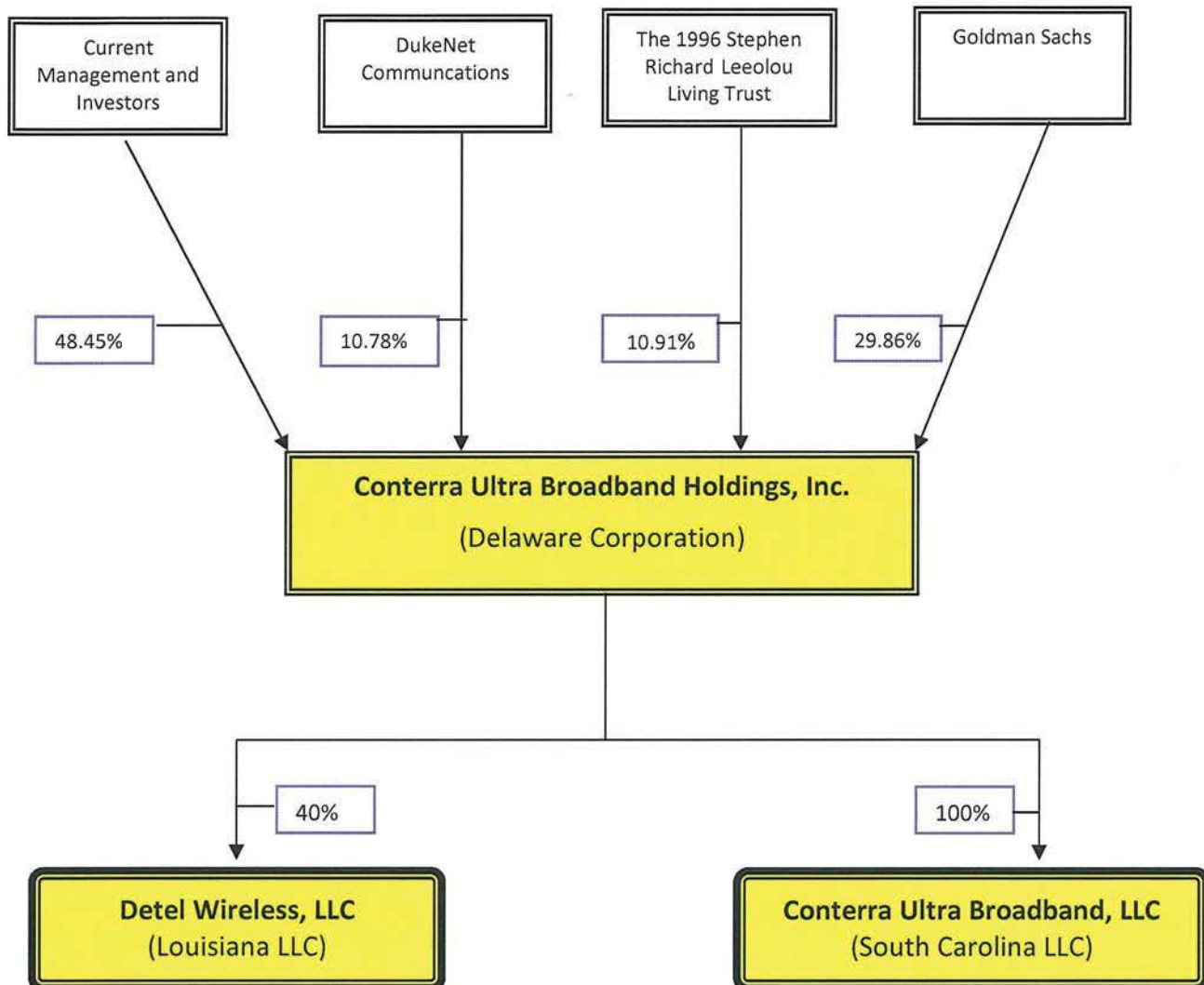
Dated: March 20, 2014

Exhibit A

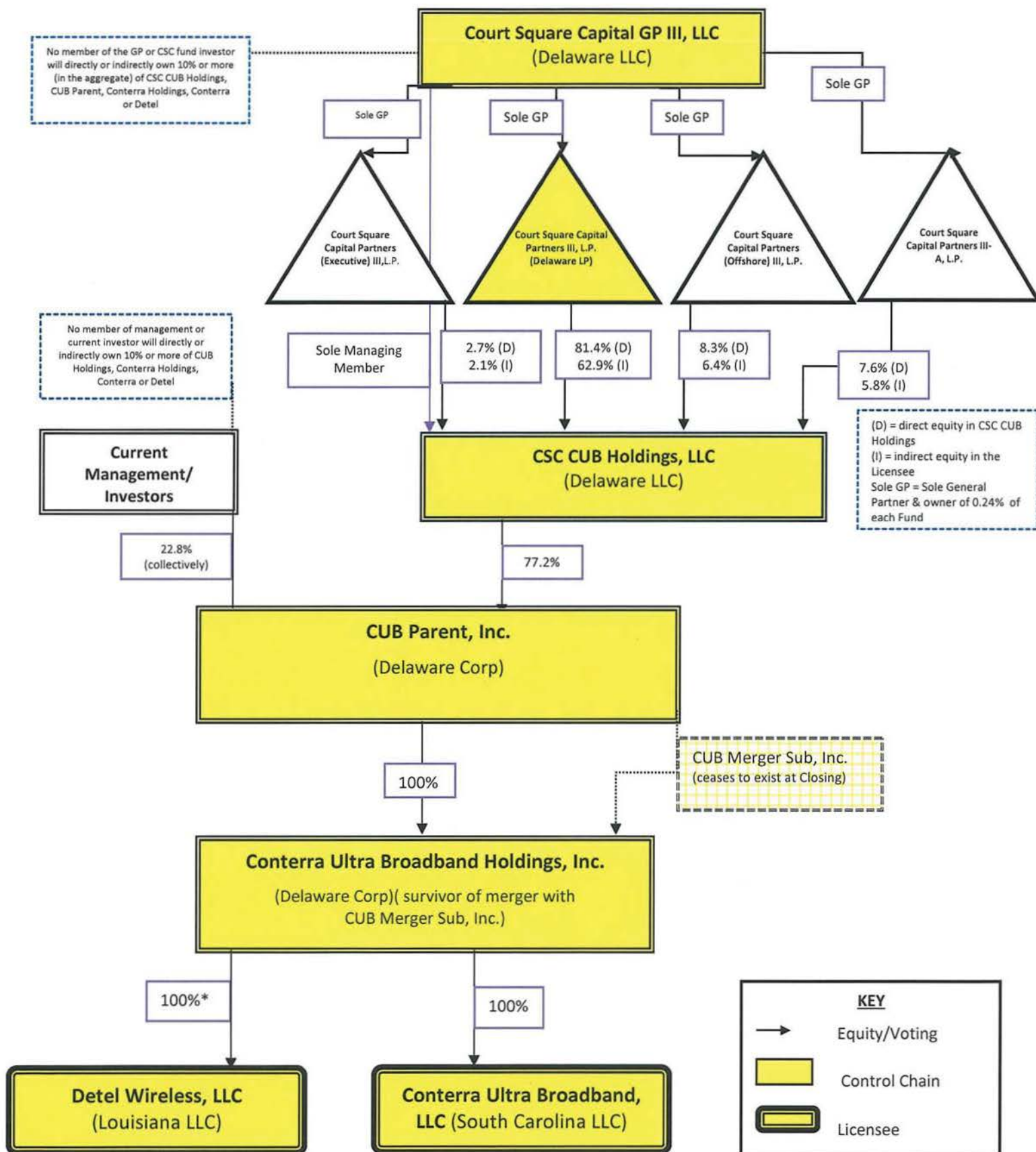
Pre- and Post-Transaction Organization Charts

Detel Wireless, LLC
Current Ownership Structure



Conterra Ultra Broadband, LLC and Detel Wireless, LLC**Current Ownership Structure**

Conterra Ultra Broadband, LLC and Detel Wireless, LLC **Proposed Ownership Structure**



* Pursuant to separately filed transfer of control applications which will close immediately prior to completion of the Acquisition, CUB Parent, Inc. will acquire 100% of the voting and equity securities of Conterra Holdings and will thus own 100% of Detel immediately after completion of the Acquisition.

DECLARATION

I, Daryl A. Deshotel, hereby declare that:

- (1) I am the sole member of DFF Holdings, LLC ("DFF") and President of Detel Wireless, LLC ("Detel");
- (2) I am authorized to make this declaration on behalf of DFF and Detel; and
- (3) The statements in the foregoing application relating to DFF and Detel are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 20th day of March 2014.



Name: Daryl A. Deshotel

Title: Sole Member, DFF Holdings, LLC
President, Detel Wireless, LLC

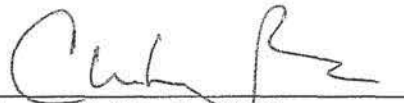
DECLARATION

I, Christopher Bloise, hereby declare that:

- (1) I am Vice President and Secretary of CSC CUB Holdings, LLC ("CSC CUB Holdings") and CUB Parent, Inc. ("CUB Parent");
- (2) I am authorized to make this declaration on behalf of CSC CUB Holdings and CUB Parent; and
- (3) The statements in the foregoing application relating to CSC CUB Holdings and CUB Parent are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this

20th day of March, 2014.



Name: Christopher Bloise

Title: Vice-President and Secretary